FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | $D \subset$ | 20549 | |
|--------------|-------------|-------|--|
| vasilligion, | D.C. | 20349 | |

| Check this box if no longer subject |
|-------------------------------------|
| to Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Inaterration 1(b) |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* Ziegler Lynda L. | | | | 2. Issuer Name and Ticker or Trading Symbol ITRON, INC. [ITRI] | | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|--|--|--|---|---|--|---|--|---------------------|---------------------|--------------------|--|----------------------------|---|--|--|--|--|--|--|
| <u> Ziegiei</u> | Lynua L | <u>.</u> | | | | | | | | | | | | X | Direc | tor | | 10% O | wner | |
| (Last) (First) (Middle) 2111 N. MOLTER ROAD | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/04/2021 | | | | | | | | | | Office below | eer (give title w) | | Other (below) | specify | |
| (Street) LIBERT | Y WA | A 9 | 9019 | | 4. If A | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Ind Line) | Form Form | idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (Sta | ate) (Z | Zip) | | | | | | | | | | | | | | | | | |
| | | Table | I - Nor | n-Deriva | tive S | Secu | rities | Acq | uired, | Dis | osed of | , or E | Bene | ficiall | y Own | ed | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Disposed Code (Instr. 8) | | es Acqı Of (D) (| uired (Instr. 3 | A) or 3, 4 and | 5. Amo Securit Benefic Owned Report | ies cially Following | Form | nership : Direct · Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | | Code | v | Amount | (A) (D) | or F | Price | | ction(s) | | | (111501. 4) | |
| Common Stock | | | 01/04/ | /2021 | | | | A | | 457(1) | A | Λ | \$ <mark>0</mark> | 14,187 | | | D | | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Dee Execution if any (Month/i | | 4. Transa Code (8) | | of Deriv Secu Acqu (A) o Disp of (D | vative irities ired r osed) r. 3, 4 | Expiratio | on Dat | ear) | 7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4) | | str. | Price of erivative ecurity estr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Own Forn Direc or In (I) (Ir | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code V | | (A) | | | | Expiration Date | Title Share | | es | | | | | | |

Explanation of Responses:

1. The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan entered into previously by the reporting person.

/s/ Sarah E. Hlavinka, attorney-in-fact for Ms.

01/06/2021

Ziegler

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.